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UNITED STATES DISTRICT COURT FOR
THE SOUTHERN DISTRICT OF NEW YORK

BMG MUSIC d/b/a J RECORDS,

Plaintiff,

v.

J7 RECORDS, INC.,

Defendant.

Case No. 07 Civ. 6076 (MGC)

**DECLARATION OF PHILIP KARNOFSKY IN OPPOSITION
TO DEFENDANT'S MOTION TO DISMISS**

I, Philip Karnofsky, under penalty of perjury hereby declare as follows:

1. I am a paralegal with the law firm of Fross Zelnick Lehrman & Zissu, P.C., 866 United Nations Plaza, New York, New York 10017, attorneys for plaintiff BMG Music d/b/a/ J Records ("J Records" or "Plaintiff") in the above-captioned action.

2. This declaration is based on my own personal knowledge and on my review of publicly available records and is submitted in opposition to the Motion to Dismiss for Lack of Personal Jurisdiction filed by defendant J7 Records, Inc. ("Defendant") in this action.

A. Defendant's Website

3. On May 31, 2007, using SnagIt screen-capturing software ("SnagIt"), I obtained screen captures from the website located at www.j7records.com ("Defendant's Website"), true and correct printouts of which are attached hereto as Exhibit A.

4. On November 13, 2007, using SnagIt I obtained screen captures from Defendant's Website, true and correct printouts of which are attached hereto as Exhibit B.

5. On March 11, 2008, I obtained screen captures from Defendant's Website, true and correct printouts of which are attached hereto as Exhibit C.

B. Third-Party Internet References to Defendant's J7 RECORDS Mark

6. On November 20, 2007, I performed internet searches concerning Defendant's J7 RECORDS mark and found references to such mark on various third-party websites, including www.top-40charts.com, www.rapsearch.com, and www.mozes.com. True and correct printouts from the aforementioned websites are attached hereto as Exhibit D.

C. Defendant's MySpace Page

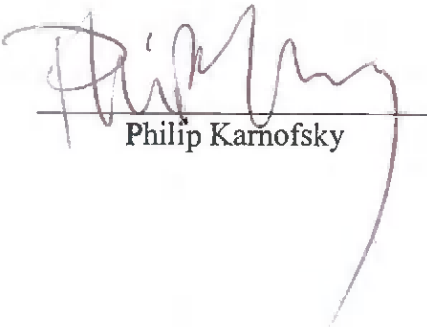
7. On November 20, 2007, I accessed the webpage found at <http://profile.myspace.com/index.cfm?fuseaction=user.viewprofile&friendID=173927124> (the "MySpace Page"). While visiting the MySpace Page, I purchased a copy of Defendant's single "Do You Like" recorded by the performer known as "Lady Royale" by following a link that advertised the single for sale. Attached hereto as Exhibit E are true and accurate printouts evidencing the transaction.

8. On January 24, 2008, I obtained screen captures from the webpage located at <http://profile.myspace.com/index.cfm?fuseaction=user.viewprofile&friendID=173927124> (the "MySpace Page") using SnagIt. True and correct printouts of such screen captures are attached hereto as Exhibit F. While visiting the MySpace Page, I followed a link that invites users to "demand" that Lady Royale come to New York. See Ex. F at 4. Attached hereto as Exhibit G is a true and correct copy of the webpage that appeared when I followed the aforementioned link.

D. Defendant's Products for Sale on Amazon.com

9. On February 26, 2008, from my office in New York, I purchased Defendant's single "Do You Like" recorded by the performer known as Lady Royale from Amazon.com. Attached hereto as Exhibit H are true and accurate printouts from Amazon.com evidencing the transaction.

Executed under penalty of perjury this 2nd day of April 2008 at New York, New York.


Philip Karnofsky